

RECORDATION NO.

25323-A
FILED

DEC 29 '04

4:12 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Supplement to Lease, dated as of December 6, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease previously filed with the Board under Recordation Number 25323.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
Two Summit Park Drive, Suite 300
Cleveland, Ohio 44131

Lessee: Carolina Power & Light Company
d/b/a Progress Energys Carolinas, Inc.)
410 South Wilmington Street
Raleigh, North Carolina 27601

Mr. Vernon A. Williams
December 29, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

115 cars: PGNX 0100 - PGNX 0214.

A short summary of the document to appear in the index is:

Memorandum of Supplement to Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF SUPPLEMENT TO LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Supplement to Lease is entered into as of December 6th 2004, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation having its principal place of business at 410 South Wilmington Street, Raleigh, North Carolina 27601 ("Lessee").

Lessor and Lessee have entered into Equipment Schedule No. 001, issued pursuant to that certain Master Rail Lease Agreement having an effective date of October 11, 2004. Pursuant to such Equipment Schedule, Lessor has leased to Lessee One Hundred Fifteen (115)-Johnstown America AutoFlood III Aluminum Hopper Railcars bearing the following identification marks:

PGNX 0100 - 0214

for an initial term of 240 months commencing as of December 8, 2004.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Supplement to Lease as of the day and year first written above.

ICX CORPORATION, Lessor

CAROLINA POWER & LIGHT
COMPANY D.B.A. PROGRESS
ENERGY CAROLINAS, INC., LesseeBy: Name: Dennis J. Diemer
Vice President

Title: _____

By: Name: Thomas R. SullivanTitle: Treasurer

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS DIEMER, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 6th day of DECEMBER, 2004.

Debra A. Heim

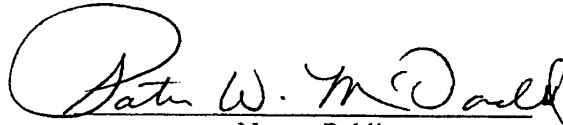
DEBRA A. HEIM

NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of North Carolina)
) ss:
County of Wake)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation (the "Corporation"), by Thomas R. Sullivan, its Treasurer, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Raleigh (Wake), North Carolina, this 6th day of December, 2004.


Notary Public

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/29/04



Robert W. Alvord